

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE - CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION  
DIRECTOR-EQUIPMENT FINANCING  
AND ASSISTANT TREASURER

December 15, 1986

6-351A032

Honorable Noretta R. McGee  
Acting Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2215  
Washington, DC 20423

DEC 17 1986 12-3 5 PM

No. 14798-I  
Filed & Recorded Date DEC 17 1986  
Fee \$ 10.00  
ICC Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

*This one is 14798-I*  
Manufacturing Agreement Supplement No. 9 dated as of December 11, 1986, a secondary document, supplementing the Manufacturing Agreement dated as of July 15, 1985.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)  
101 North Wacker Drive  
Chicago, IL 60606

Gunderson, Inc. (Manufacturer)  
4350 Northwest Front Avenue  
Portland, Oregon 97210

100 OF 100 OF  
THE SEQUENCE  
DEC 17 12 30 PM '86  
MOTOR OPERATING UNIT

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform con- tainer well cars	FC	30	DTTX	63266-63285

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the  
Interstate Commerce Commission".

Enclosed is our check in the amount of \$10.00 to cover filing fees.

*Counterpart David L. Honey*

Prior recordings relating to this Supplement No. 9 being recorded are as follows:

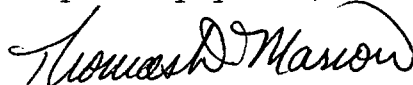
- (1) Manufacturing Agreement dated July 15, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14798;
- (2) Manufacturing Agreement Supplement No. 1 dated August 27, 1985, recorded October 11, 1985, at 10:15 a.m., recordation number 14798-A;
- (3) Manufacturing Agreement Supplement No. 2 dated February 1, 1985, recorded February 6, 1986, at 12:20 p.m., recordation number 14797-B;
- (4) Manufacturing Agreement Supplement No. 3 dated February 19, 1986, recorded February 24, 1986, at 12:30 p.m., recordation number 14798-C;
- (5) Manufacturing Agreement Supplement No. 4 dated May 15, 1986, recorded May 27, 1986, at 9:35 a.m., recordation number 14798-D;
- (6) Manufacturing Agreement Supplement No. 5 dated June 25, 1986, recorded July 7, 1986, at 9:45 a.m., recordation number 14798-E;
- (7) Manufacturing Agreement Supplement No. 6 dated July 25, 1986, recorded July 30, 1986, at 12:30 p.m., recordation number 14798-F;
- (8) Manufacturing Agreement Supplement No. 7 dated August 7, 1986, recorded August 13, 1986, at 10:15 a.m., recordation number 14798-G; and
- (9) Manufacturing Agreement Supplement No. 8 dated October 10, 1986, recorded October 15, 1986, at 12:30 p.m., recordation number 14798-H.

A short summary of the Manufacturing Agreement Supplement No. 9 to appear in the Index is as follows:

"Manufacturing Agreement Supplement #9 covering 20 5-platform container-well cars numbered 63266-63285."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned bearer.

Very truly yours,



Thomas D. Marion  
Director - Equipment Financing  
and Assistant Treasurer

Enclosures  
TDM:kbb

RECORDATION NO. 14798 Filed & Recorded  
DEC 17 1986 12:35 P.M.  
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #9, dated as of December 11, 1986, between GUNDERSON, INC., (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of July 15, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON, INC.

By:

Stephen L. Ball

Assistant Vice President

(Corporate Seal)

ATTESTATION:

W. E. Ribert

Assistant Secretary

TRAILER TRAIN COMPANY

By:

R. E. J. J. J. J.

Vice President & Treasurer

(Corporate Seal)

ATTESTATION:

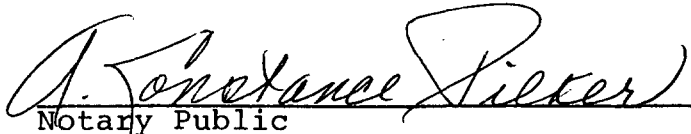
J. D. Marlow

~~Secretary~~ Assistant Secretary

STATE OF OREGON           )  
                                  ) SS.:  
COUNTY OF MULTNOMAH    )

On this 15th day of December, 1986, before me personally appeared Stephen L. Ballo, to me personally known, who, being by me duly sworn, says that he is Ass't. Vice Pres. of GUNDERSON, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

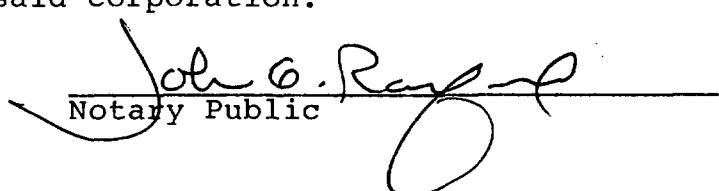
  
Notary Public

My commission expires February 28, 1987

STATE OF ILLINOIS       )  
                                  ) SS.:  
COUNTY OF COOK         )

On this 11th day of December, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

  
Notary Public

**"OFFICIAL SEAL"**  
John G. Rainford  
Notary Public, State of Illinois  
My Commission Expires 10/1/90

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #9 TO  
MANUFACTURING AGREEMENT DATED AS OF July 15, 1985

GUNDERSON, INC.  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

ITEM 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX*	20	63266-63285	\$165,685.00	\$3,313,700	Jan.-Feb. '87	T-4086-F

ITEM 2: March 31, 1987

ITEM 3: April 30, 1987

ITEM 4: 4350 Northwest Front Avenue, Portland, Oregon 97210

\* Five-unit articulated container well cars built to Trailer Train Specification No. 68-43-011586 and Gunderson Specification for Job No. 188